

(3)

AMENDMENT AND RATIFICATION OF OIL AND GAS LEASE

STATE OF TEXAS

COUNTY OF TARRANT

WHEREAS, on 7/21/2008, Gary I LaFountain and wife Bonnie R LaFountain, as Lessor, executed and delivered to Woodcrest Oil and Gas I, LLC, as Lessee, that certain Oil and Gas Lease recorded at Document Number D208285548 of the Official Public Records of Tarrant County, Texas (hereinafter referred to as the "Lease").

WHEREAS, said Lease covers the following described lands situated in **Tarrant County, Texas:**

0.217 acres, more or less, being Lot 10 out of Block 1 of the Chapel Creek Ranch, Phase 1A, in the City of Fort Worth, Tarrant County, Texas and as recorded in Volume 388-206 Page 99 & 100, Plat Records, Tarrant County, Texas and as described in that Deed dated December 9, 1996 by and between Sally Jean Dial Ellestad and husband Don Ellestad and Cora Lucille Dial a single person, as Grantor and Gary I LaFountain and wife Bonnie R LaFountain, as Grantee, recorded at instrument number D196245453, Official Public Records, Tarrant County, Texas.

WHEREAS, Finley Resources Inc., whose address is 1308 Lake Street, Fort Worth, Texas 76102, is the present owner of said Lease.

NOW, THEREFORE, Lessor and Lessee recognize that said Lease is in full force and effect and it is the desire of both the Lessor and Lessee to amend the primary term of said Lease from two (2) years to thirty (30) months so the new expiration date of said Lease is 1/21/2011.

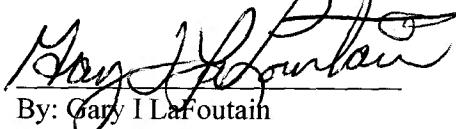
NOW, THEREFORE, Lessor and Lessee agree to delete the first sentence in Paragraph Three, on Page One and amend said Lease by substituting the following sentence:

"The Lease is for a primary term of thirty (30) months from the Effective Date stated above, and is effective as long thereafter as oil, gas, or other minerals are produced in paying quantities from the Lands, or other lands pooled with the Lands, according to and by the terms and provisions of the Lease between Lessor and Lessee. The Lease, with all of its terms, covenants, and other provisions, is referred to and incorporated into this Memorandum for all purposes. This Memorandum is placed of record for the purpose of giving notice of the Lease. The original of the Lease is maintained in the office of the Lessee."

NOW, THEREFORE, the undersigned does hereby ratify, adopt and confirm said lease in all terms and provisions, and does hereby lease, grant, demise and let said land and premises unto Lessee. Both Lessor and Lessee do hereby agree and declare that said Lease in all of its terms and provisions is binding and is a valid subsisting oil and gas lease. The Lease, as amended and ratified hereby, shall remain in full force and effect from the date set forth below until 1/21/2011; and so long thereafter, according to the terms and provisions of the lease, the Lease shall remain in full force and effect.

Executed this 12 day of July, 2010.

Lessor:

Gary I LaFountain and wife Bonnie R LaFountain


By: Gary I LaFountain



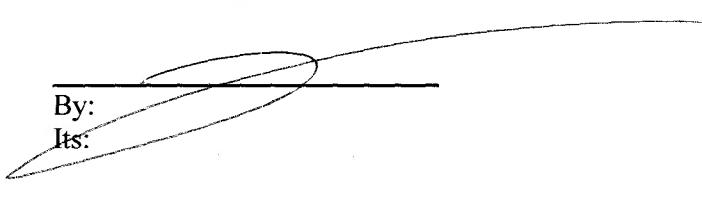
By: Bonnie R LaFountain

Lessee:

Finley Resources Inc.


By: **Clinton H. Koerth**
Its: **VP of Land & Acquisition**

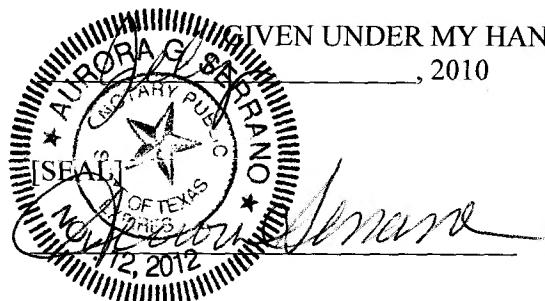
Lessee:

Woodcrest Oil and Gas I, LLC


By:
Its:

THE STATE OF Jayor §
 COUTNY OF Jeanette §

BEFORE ME, the undersigned, a Notary Public, on this day personally appeared Gary I LaFountain, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged, that (s)he has executed the same for the purposes and consideration therein expressed.



My Commission Expires:

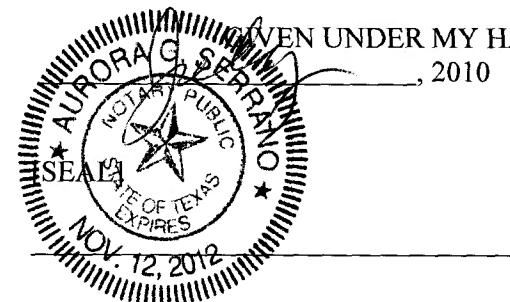
11/12-2012

Notary Public in and for the
State of Texas

Print Name of Notary Public Here

THE STATE OF Jayor §
 COUTNY OF Jeanette §

BEFORE ME, the undersigned, a Notary Public, on this day personally appeared Bonnie R LaFountain, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged, that (s)he has executed the same for the purposes and consideration therein expressed.



My Commission Expires:

11-12 -2012

Notary Public in and for the
State of Texas

Print Name of Notary Public Here

THE STATE OF TEXAS §
COUTNY OF DALLAS §

BEFORE ME, the undersigned, a Notary Public, on this day personally appeared by, **James A. Ryffel** as MANAGER on behalf of said Woodcrest Oil and Gas I, LLC, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged, that (s)he has executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 16th day of JULY, 2010

[SEAL]



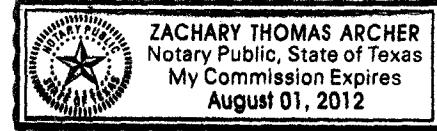
Notary Public in and for the
State of Texas

My Commission Expires: 8-1-2012

ZACHARY ARCHER

Print Name of Notary Public Here

THE STATE OF TEXAS §
COUTNY OF DALLAS §



BEFORE ME, the undersigned, a Notary Public, on this day personally appeared by, **Clinton Koerth** as Vice President on behalf of said Finley Resources Inc., known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged, that (s)he has executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 16th day of JULY, 2010

[SEAL]

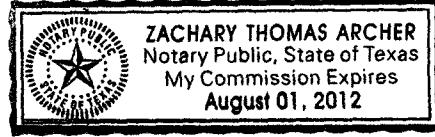


Notary Public in and for the
State of Texas

My Commission Expires: 8-1-2012

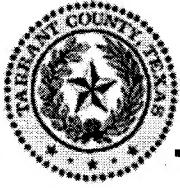
ZACHARY ARCHER

Print Name of Notary Public Here



SUZANNE HENDERSON

COUNTY CLERK



100 West Weatherford Fort Worth, TX 76196-0401

PHONE (817) 884-1195

FINLEY RESOURCES INC
C/O ZACHARY ARCHER
P O BOX 2200
FT WORTH, TX 76113

Submitter: FINLEY RESOURCES INC

DO NOT DESTROY
WARNING - THIS IS PART OF THE OFFICIAL RECORD.

Filed For Registration: 7/29/2010 11:39 AM

Instrument #: D210183351

OPR 4 PGS \$24.00

By: Suzanne Henderson

D210183351

ANY PROVISION WHICH RESTRICTS THE SALE, RENTAL OR USE OF THE DESCRIBED REAL PROPERTY
BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW.

Prepared by: CAMADDOCK